

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

NOTICE OF THE SEVENTH (8th) ANNUAL GENERAL MEETING (“AGM”)

NOTICE is hereby given that the seventh (8th) AGM of the shareholders of Indifi Technologies Private Limited (“Company”) will be held at a shorter notice on Monday, July 10, 2023 at 01:00 PM IST at the corporate office of the Company at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002.

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended on 31st March 2023, together with the Board of Directors’ & standalone and consolidated Statutory Auditors’ report thereon.

SPECIAL BUSINESS:

2. To Approve the Investment Limit Under Section 186 of The Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded for giving loans to its wholly owned subsidiary and providing security or guarantee in connection with a loan availed by its wholly owned subsidiary and acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of the Wholly owned subsidiary from time to time in one or more tranches as and to invest surplus funds of the Company in short term deposit, debt schemes of mutual funds, government bonds, cash management funds, or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit and any other investment product as per the Investment Policy upto a limit of INR 300,00,00,000/- (Indian Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By the order of the Board of Directors of
Indifi Technologies Private Limited

KESHAV LAHOTI

Digitally signed by
KESHAV LAHOTI
Date: 2023.07.07
19:23:22 +05'30'

Keshav Lahoti

Company Secretary

Membership No: F11412

Date: July 07, 2023

Place: Gurugram

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him \ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The Proxy Form for the AGM is enclosed.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the members at the AGM.
5. The register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
6. All documents referred to in the accompanying Notice and the Statement annexed to Notice will be available for inspection at the Company's Corporate office during normal business hours on all working days up to the date of AGM.
7. The Company has opted for dematerialization of equity shares. The Company has dematerialized facility with NSDL and CDSL bearing ISIN INE00U301011. Members holding equity shares in physical form are requested to dematerialize the same.
8. The route map showing directions to reach the venue of the AGM is annexed hereto.

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 2

TO APPROVE THE INVESTMENT LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or to other persons as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can make investments in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general Meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of INR 300 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.2 for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice except to the extent of their shareholding in the Company, if any. The Board recommends the resolution at Item no.2 to be passed as Special Resolution.

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

ATTENDANCE SLIP

Name of Shareholder:
Address of Shareholder:
Regd. Folio No:
No. of shares held:

I hereby record my presence at the 8th Annual General Meeting of the Company at shorter notice on Monday, July 10, 2023 at 01:00 PM IST at the corporate office of the Company at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002.

Member's/Proxy's name & Signature

Note

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U74140HR2015PTC055588
Name of the company:	Indifi Technologies Private Limited
Registered office:	C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) holder of shares of the above named company, hereby appoint

me:	
Address:	
E-mail Id:	
Signature:	

or failing him/her

me:	
Address:	
E-mail Id:	
Signature:	

or failing him/her

me:	
Address:	
E-mail Id:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company to be held at a shorter notice on Monday, July 10, 2023 at 01:00 PM IST at the corporate office of the Company at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

Res. No.	Description of Resolutions	Assent	Dissent
ORDINARY BUSINESS			
1.	To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended on 31st March 2023, together with the Board of Directors' & Statutory Auditors' report thereon.		
SPECIAL BUSINESS			
2.	To approve the investment limit under section 186 of the Companies Act, 2013.		

Signed this..... day of..... 2023

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

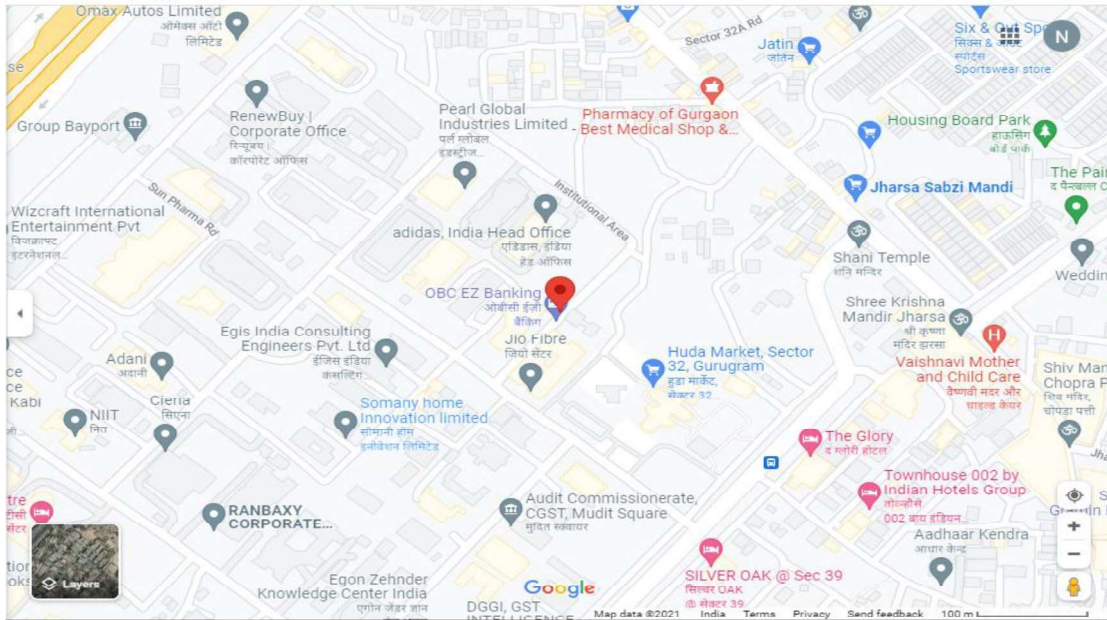
Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint.

INDIFI TECHNOLOGIES PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001
CIN: U74140HR2015PTC055588, Ph No. 0124 4233027; Email Id: amittal@indifi.com

ROUTE MAP



Venue : Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002.